

LAW OFFICES

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ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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SUSAN G. LICHTENFELD

February 1, 1993

Via Federal Express

RECORDATION NO. 18114 FILED 1425

Sidney L. Strickland, Jr.
Secretary

Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

FEB 3 1993 2-30 PM

FEB 3 2 25 PM '93
RECORDING UNIT

Dear Mr. Strickland:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one original executed copy and three photostatic copies of a Bill of Sale, dated as of October 1, 1992, a primary document as defined in the Commission's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document is:

Seller: State Street Bank and Trust Company
of Connecticut, N.A., as Trustee
750 Main Street
Hartford, CT 06103

Purchaser: The Pittsburgh and Lake Erie Railroad
Company
Commerce Court Building
4 Station Square
Pittsburgh, PA 15219

A description of the railroad equipment covered by the enclosed document is set forth on Appendix A to the Bill of Sale.

Sidney L. Strickland, Jr.
February 1, 1993
Page 2

Also enclosed is a check in the amount of \$16.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return the stamped original and two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Susan G. Lichtenfeld at Ross & Hardies, 150 North Michigan Avenue, Suite 2700, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Document to be Recorded

Bill of Sale dated as of October 1, 1992 from State Street Bank and Trust Company of Connecticut, N.A., as Trustee, Seller, to The Pittsburgh and Lake Erie Railroad Company, Purchaser, covering one depressed center flatcar.

Very truly yours,


Susan G. Lichtenfeld

SGL:ed
w/encl.

cc: Gordon E. Neuenschwander
C. Roy Holley
Robert W. Kleinman

Interstate Commerce Commission
Washington, D.C. 20423

2/4/93

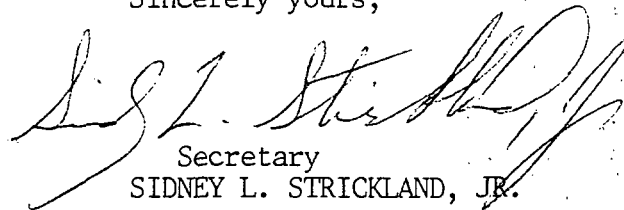
OFFICE OF THE SECRETARY

Susan G. Lichtenfeld
Ross & Hardies
150 North Michigan Avenue
Chicago, Illinois 60601

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 2/3/93 at 2:30pm, and assigned
recordation number(s). 18114 & 13441-L

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

2/4/93

FEB 3 1993 2-30 PM

BILL OF SALE

(Without Warranty)

INTERSTATE COMMERCE COMMISSION

For and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, THE CONNECTICUT BANK AND TRUST COMPANY, N.A., not in its individual capacity but solely as trustee (the "Trustee") under a Trust Agreement dated as of January 1, 1982 with General Electric Credit Corporation, does hereby sell, assign, transfer and quit claim unto THE PITTSBURGH AND LAKE ERIE RAILROAD COMPANY and its successors and assigns, all of its right, title and interest in and to the units of railroad rolling stock described in Appendix A hereto (the "Equipment").

The Equipment is conveyed "as is" and "where is" and the description of the Equipment set forth in Appendix A hereto is for the sole purpose of identification and is not part of the basis of the bargain. The Trustee makes no representations or warranties with respect to the Equipment whatsoever, including, but not limited to, any representation or warranty as to title, merchantability, fitness, design or condition of the Equipment.

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of the 1st day of October, 1992.

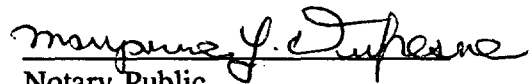
STATE STREET BANK AND TRUST COMPANY OF
CONNECTICUT, N.A., as Successor Trustee
to THE CONNECTICUT BANK AND TRUST COMPANY, N.A.

By: 
Its: ASSISTANT SECRETARY

STATE OF CONNECTICUT)
) SS.
COUNTY OF HARTFORD)

On this 30th day of October, 1992, before me, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named SANDY LAMARR CODY, to me a ASSISTANT SECRETARY of STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, N.A., as Successor Trustee to THE CONNECTICUT BANK AND TRUST COMPANY, N.A., and duly authorized by authority of the board of directors or the bylaws of said association in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said association and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said association, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 30th day of October, 1992.


Notary Public

My Commission Expires:

MARYANNE V. DUFRESNE
NOTARY PUBLIC
MY COMMISSION EXPIRES JUL. 31, 1997.

APPENDIX A

One Depressed Center Flatcar

PLE 961